

DESCRIPTION OF TRANSACTION

The instant FCC Form 603 seeks Commission consent to transfer of control of the following broadband Personal Communications Services (“**PCS**”) licenses from INS Wireless, Inc. (“**INSW**”), an Iowa corporation, to T-Mobile USA, Inc., a Delaware corporation (“**T-Mobile**”): WPOH984 (MTA032--Des Moines-Quad Cities); KNLH743 (BTA086--Clinton, IA-Sterling, IL); KNLH741 (BTA061--Burlington, IA); KNLG770 (BTA285--Mason City, IA); and KNLH769 (BTA286--Marshalltown, IA) (collectively, the “**PCS Licenses**”). Iowa Wireless Services Holding Corporation, a Delaware corporation (“**Iowa Wireless**”), holds the PCS Licenses. Iowa Wireless is wholly-owned by Iowa Wireless Services, LLC, a Delaware limited liability company (“**IWS-LLC**”). The two members of IWS-LLC are INSW, which currently holds a sixty-two (62) percent interest in IWS-LLC, and VoiceStream PCS I Iowa Corporation (“**VSPCS**”), a Delaware corporation and a wholly-owned subsidiary of T-Mobile, which currently holds a thirty-eight (38) percent interest in IWS-LLC.

Specifically, this transfer of control application is being filed in connection with the repayment by IWS-LLC of certain convertible promissory notes (the “**Notes**”) issued by IWS-LLC to certain lenders under that certain Credit Agreement (the “**Credit Agreement**”), dated as of February 11, 2004, by and among Iowa Wireless Services, L.P. (now, through a restructuring effective as of July 1, 2004, IWS-LLC) and the lenders named therein.

Under that certain Limited Liability Company Agreement of IWS-LLC dated as of July 1, 2004, the repayment of the Notes will result in the reduction of the units of membership interest (“**Units**”) of INSW and an increase in the Units of VSPCS and, subject to the Commission’s consent to transfer control of the licensee, Iowa Wireless, that is the subject of this FCC Form 603 transfer of control application, the transfer of control of Iowa Wireless from INSW to VSPCS. It is contemplated that after the filing of this application, but prior to the FCC’s grant hereof, IWS-LLC will repay the Notes, INSW’s Units will decrease to 50.1 percent of the total Units in IWS-LLC, and VSPCS’s Units will increase to 49.9 percent of the total Units in IWS-LLC. After the FCC grants the instant application, INSW’s Units will further decrease to less than fifty (50) percent, and VSPCS’s Units will further increase to more than fifty (50) percent, resulting in VSPCS’s assumption of control of Iowa Wireless. The exact percentage of Units to be held by VSPCS (and INSW) will depend upon the timing of the repayment of the notes. VSPCS’s post-repayment interest could range from 53.56958 percent for VSPCS (and 46.43042 percent for INSW) should repayment occur on May 31, 2006, up to 54 percent for VSPCS (and 46 percent for INSW) should repayment occur on December 31, 2006; however, regardless of the timing of the repayment, it is certain that the equity and voting interest of VSPCS will exceed 50 percent.

LICENSES ACQUIRED BY COMPETITIVE BIDDING

Each of the PCS Licenses subject to this transfer of control application and held by Iowa Wireless was originally awarded through competitive bidding more than three years ago. Therefore, Iowa Wireless is not required to attach the LLC Agreement.¹

NO INSTALLMENT FINANCING OR BIDDING CREDITS

None of the PCS Licenses held by Iowa Wireless is subject to installment financing. Furthermore, Iowa Wireless did not receive any bidding credits in connection with its acquisition of the PCS Licenses. Accordingly, there are no unjust enrichment payments or penalties associated with transfer of control of Iowa Wireless from INSW to T-Mobile.²

STATEMENT OF PUBLIC INTEREST

Section 310(d) of the Communications Act of 1934, as amended (the “**Act**”) requires that the Commission determine whether the transfer of control presented herein is consistent with the public interest, convenience and necessity.³ To make that assessment, the Commission considers four overriding questions: (1) whether the transaction would result in the violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission’s implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits.⁴

The Commission has determined that transfer of control applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules, nor frustrate or undermine policies and enforcement of the Act by reducing competition or otherwise,⁵ do not require extensive review and expenditures of

¹ See 47 C.F.R. § 1.2111(a).

² See *id.* § 1.2111(c)(1).

³ Section 310(d) provides that “no construction permit or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any manner . . . to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby.” 47 U.S.C. § 310(d).

⁴ See *SBC Communications Inc. and BellSouth Corp.*, 15 FCC Rcd 25459, 25463-64 (WTB/IB 2000) (citation omitted); *Ameritech Corp. and SBC Communications Inc.*, 14 FCC Rcd 14712, 14737-38 (1999) (“*Ameritech-SBC*”); *WorldCom, Inc. and MCI Communications Corp.*, 13 FCC Rcd 18025, 18030-33 (1998); *Merger of MCI Communications Corporation and British Telecommunications plc*, 12 FCC Rcd 15351, 15367-68 (1997).

⁵ See *Tele-Communications, Inc. and AT&T Corp.*, 14 FCC Rcd 3160, 3170 (1999); *Ameritech-SBC*, 14 FCC Rcd at 14741-42.

considerable resources by the Commission.⁶ The instant application meets this standard and should be granted forthwith.⁷

This transaction fully satisfies the Commission's public interest test. The transfer of control proposed herein will not result in any violation of the Act or any other applicable statutory provision. Moreover, this transfer of control fully complies with all Commission rules and regulations and does not require any waivers, except for the Petition for Declaratory Ruling to allow indirect foreign ownership in Iowa Wireless in excess of the 49.9 percent indirect ownership by T-Mobile in Iowa Wireless that already has been approved by the FCC in a prior declaratory ruling in accordance with Section 310(b)(4) of the Act.⁸ As is demonstrated below, the transfer also does not raise any competitive concerns. Therefore, it does not frustrate or impair the Commission's implementation, enforcement, or objectives of the Act or other statutes.

The proposed transfer of control promises to yield affirmative public interest benefits. Despite T-Mobile's contemplated acquisition of control, T-Mobile intends to continue to operate Iowa Wireless as an independent wireless service provider under current management. Hence, this transaction will allow (i) Iowa Wireless to strengthen its financial position and thus maintain and enhance its position as an independent wireless service provider in the predominantly rural market areas of the PCS Licenses and, and (ii) T-Mobile to maintain and enhance its existing service offerings in these markets through roaming arrangements with Iowa Wireless and, by extension, to maintain and enhance the significant PCS digital services T-Mobile provides in the States of Iowa, Illinois, Nebraska, South Dakota and Wisconsin. Thus, the effect of the transfer of control will be to preserve and increase competition and the provision of innovative, high quality services

⁶ See *Ameritech-SBC*, 14 FCC Rcd at 14741-42.

⁷ The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anti-competitive effects. The Commission stated in *Applications of Southern New England Telecomm. Corp. and SBC Communications Inc.*, 13 FCC Rcd 21292, 21315 (1998), that, in the absence of anti-competitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the license in question, "[a] demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer." *Pacific Telesis Group and SBC Communications Inc.*, 12 FCC Rcd 2624, 2626-27 (1997) ("*Pacific/SBC*").

⁸ See *VoiceStream Wireless Corp.*, 16 FCC Rcd 9779 (2001) ("*VoiceStream-DT Order*"); FCC Public Notice, *International Authorizations Granted*, 19 FCC Rcd 7116, 7117 (IB 2001) ("*Iowa Wireless Restructuring Notice*").

FOREIGN OWNERSHIP OF TRANSFEREE

Iowa Wireless's indirect foreign ownership (attributable as a result of T-Mobile's foreign ownership) currently exceeds the twenty-five percent statutory benchmark set forth in section 310(b)(4) of the Act and will increase as a result of the instant transaction.

The Commission granted Iowa Wireless's Petition for Declaratory Ruling to permit indirect foreign ownership exceeding 38 percent, which included a description of Iowa Wireless's then current and projected levels of indirect foreign ownership.⁹ Thus, the Commission has determined that Iowa Wireless's current attributable foreign ownership is permissible.

Following consummation of the instant transaction, DT's attributable indirect ownership in the licensee will be between 53 and 54 percent, as explained above. Levels of foreign ownership in excess of this amount have previously been approved by the Commission. On April 27, 2001, the Commission issued an order granting the applications of T-Mobile (then named VoiceStream Wireless Corporation ("VoiceStream")) for authority to transfer control of its licensee subsidiaries to a wholly owned U.S. subsidiary of DT (a German entity) to effect a merger between VoiceStream and DT.¹⁰ The Commission found that DT's indirect investment in VoiceStream and its licensee subsidiaries in excess of the 25 percent benchmark set forth in Section 310(b)(4) is consistent with the public interest.¹¹ Specifically, the Commission authorized up to 100 percent indirect foreign investment in T-Mobile and its licensee subsidiaries by DT and its German shareholders, and by the German government through its investment in DT (up to and including 43 percent). The Commission subsequently approved 100 percent indirect foreign investment in several other T-Mobile licensee subsidiaries.¹² T-Mobile has filed a petition for declaratory ruling to increase the indirect foreign ownership of Iowa Wireless to up to 60 percent. A form of this petition is attached to this application as **Exhibit A**.

ELIGIBILITY FOR TRANSFER OF CONTROL OF LICENSES

⁹ See *Iowa Wireless Restructuring Notice*, 19 FCC Rcd at 7117, which provided that Iowa Wireless's attributable indirect foreign ownership could increase to levels of up to 49.9 percent.

¹⁰ See *VoiceStream-DT Order*, *supra* note 8. The transfer of control of T-Mobile to DT was consummated on May 31, 2001.

¹¹ See *id.* at 9845. Since the consummation of the transfer of control of T-Mobile to DT on May 31, 2001, there has been a *decrease* in the Federal Republic of Germany's ownership interest in DT and, indirectly, in T-Mobile from 45.7 percent to approximately 33 percent. DT continues to hold 100 percent of the ownership interests in T-Mobile (through DT's wholly owned subsidiary, T-Mobile International AG & Co. KG) and, indirectly, in the T-Mobile licensee subsidiaries.

¹² See, e.g., FCC Public Notice, *International Authorizations Granted*, 18 FCC Rcd 5014 (IB 2003) (granting indirect foreign ownership in Cook Inlet/VS GSM VI PCS, LLC in excess of the twenty-five percent benchmark of Section 310(b)(4)).

All of the PCS Licenses held by Iowa Wireless are “open” for eligibility status. Accordingly, T-Mobile is eligible to acquire control of Iowa Wireless, the licensee of the PCS Licenses.

COMPLIANCE WITH DOJ/FBI AGREEMENT

T-Mobile respectfully requests that the FCC condition the grant of this transfer of control application on compliance with the provisions of the January 12, 2001, Agreement with the Department of Justice (“DOJ”) and the Federal Bureau of Investigation (“FBI”) (“DOJ/FBI Agreement”)¹³ upon which the approval of the merger between T-Mobile and DT was based.¹⁴ The requirements of the DOJ/FBI Agreement are binding on DT and DT’s subsidiaries, including T-Mobile. Section 7.2 of the DOJ/FBI Agreement provides:

DT agrees that in its applications or petitions to the FCC for licensing or other authority filed with the FCC after the Effective Date, except with respect to pro forma assignments or pro forma transfers of control, it shall request that the FCC condition the grant of such licensing or other authority on DT’s compliance with the terms of this Agreement

Exhibit A to the DOJ/FBI Agreement prescribes specific language for the conditional grant of FCC licenses at Exhibit A to the DOJ/FBI Agreement:

It is further ordered, that the authorizations and the licenses related thereto are subject to compliance with the provisions of the Agreement attached hereto between Deutsche Telekom AG, VoiceStream Wireless Corporation, VoiceStream Wireless Holding Corporation on the one hand, and the Department of Justice (the “DOJ”) and the Federal Bureau of Investigation (the “FBI”) on the other, dated January 12, 2001, which Agreement is designed to address national security, law enforcement, and public safety issues of the FBI and the DOJ regarding the authority granted herein. Nothing in the Agreement is intended to limit any obligation imposed by Federal law or regulation including, but not limited to, 47 U.S.C. § 222(a) and (c)(1) and the FCC’s implementing regulations.

SPECTRUM AGGREGATION/COMPETITION ANALYSIS

¹³ See Agreement between Deutsche Telekom, AG, VoiceStream Wireless Corporation (now T-Mobile), VoiceStream Wireless Holding Corporation, the Department of Justice and the Federal Bureau of Investigation (Jan. 12, 2001), which was appended by the Commission to the *VoiceStream-DT Order*. See *VoiceStream-DT Order*, 16 FCC Rcd at 9853-76.

¹⁴ See *VoiceStream-DT Order*, *supra* note 8.

Consistent with informal guidance from Commission staff in other recent transactions, the following spectrum aggregation/competition analysis is provided.

The current transaction will increase T-Mobile's spectrum holdings in certain BTAs within the Des Moines-Quad Cities MTA (MTA032). T-Mobile's current spectrum holdings in each of the relevant markets before the subject transaction consist of a maximum of 30 MHz in 7 of the 23 counties within the Des Moines, IA BTA. Throughout the remainder of MTA032, T-Mobile holds 10 MHz of spectrum, with the exception of 9 of the 17 counties in the Sioux City, IA BTA, where T-Mobile holds 5 MHz of spectrum.

After the consummation of the subject transaction, T-Mobile will acquire no spectrum in the 7 of 23 counties in the Des Moines, IA BTA where it already holds 30 MHz, so its spectrum holdings will remain at 30 MHz post-transaction. In the other markets within MTA032, T-Mobile will add 20 MHz of spectrum to its existing holdings, for a total of 30 MHz post-transaction. The only exceptions are follows: in the Clinton, IA, Burlington, IA, Mason City, IA and Marshalltown, IA BTAs, T-Mobile will add 30 MHz to its spectrum holdings, for a total of 40 MHz post-transaction. In two counties within the Ottumwa, IA BTA, T-Mobile will add 10 MHz of spectrum, for a total to 20 MHz post-transaction.

Accordingly, the instant transfer of control will result in T-Mobile's holding amounts of spectrum in each of the relevant markets below, and in most areas substantially below, the levels permitted under the former spectrum cap rules.¹⁵

Moreover, the instant transfer of control will not reduce competition in the applicable market area. Iowa Wireless heretofore has operated an independent wireless business on the PCS Licenses with its own retail customers and, in addition, has sold airtime produced on the PCS Licenses in the relevant markets on a wholesale basis to T-Mobile. T-Mobile in turn resells that airtime under the T-Mobile® brand name to its retail customers. T-Mobile intends to continue to operate the separate business of Iowa Wireless and not merge its operations into those of T-Mobile. Accordingly, there will be no reduction in the number of retail service providers in the relevant markets, and the Commission's rules regarding discontinuance of service to retail customers do not apply.

Finally, as requested by Commission staff, set forth below is a chart depicting the number and identity of the various terrestrial-based wireless competitors operating in the various markets subject to the instant transaction. As this chart demonstrates, each of these markets is already served by a large number of competitors. Therefore, a high degree of competition will remain in each of the markets following the transaction.

¹⁵ See 2000 Biennial Regulatory Review of Spectrum Aggregation Limits for Commercial Mobile Radio Services, 16 FCC Rcd 22668 (2001).

Competitors in Overlap Area Post-Consummation¹⁶

CMA	CELLULAR A BLOCK	CELLULAR B BLOCK	PCS A	PCS B	PCS C	PCS D	PCS E	PCS F
98	Davenport Cellular Telephone Company	GTE Wireless of the Midwest	T-Mobile Iowa Wireless	Wirelessco	Blue Licenses Holding	New Cingular Wireless PCS	USCOC of Greater Iowa	Iowa Network Services
195	Cedar Rapids Cellular Telephone	Southwestco Wireless	T-Mobile Iowa Wireless	Wirelessco	Airadigm Communications	Blue Licenses Holding	Blue Licenses Holding	Iowa Network Services
201	Waterloo/Cedar Falls CellTelCo Partnership (USCellular)	Waterloo MSA Limited Partnership (Verizon)	T-Mobile Iowa Wireless Cedar-Wapsie Communications	Wirelessco New Cingular Wireless PCS	Airadigm	Midwest Wireless Iowa	Blue Licenses Holding	Nsighttel Wireless
253	WWC License	Sioux City MSA	T-Mobile Iowa Wireless Western Iowa Telephone Association	Wirelessco Brookings Municipal Utilities d/b/a Swiftel Communications	CALCO Blue Licenses Holding LL License Holdings	Midwest Wireless Iowa	Verizon Wireless (VAW)	New Cingular Wireless PCS
286	Dubuque Cellular Telephone	Dubuque MSA LP	T-Mobile Iowa Wireless	Wirelessco	Blue Licenses Holding	Midwest Wireless Iowa	MVI Corp. d/b/a ALLTEL	Airadigm
296	USCOC of Greater Iowa	Southwestco Wireless	T-Mobile Iowa Wireless	Wirelessco	Blue Licenses Holding	Blue Licenses Holding	USCOC of Greater Iowa	Iowa Network Services

¹⁶ SMR operators that may provide mobile telephony service in the overlap areas were identified using both the Universal Licensing System (“ULS”) database as well as the information available on the website for Nextel Communications (“Nextel”) (www.nextel.com/services/coverage/index.shtml).

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CMA	CELLULAR A BLOCK	CELLULAR B BLOCK	PCS A	PCS B	PCS C	PCS D	PCS E	PCS F
394	USCOC of Illinois RSA #1	Illinois RSA 1 LP	T-Mobile Iowa Wireless	Wirelessco	Blue Licenses Holding	Iowa Wireless Midwest Wireless Iowa	USCOC of Central Illinois MVI Corp. d/b/a ALLTEL	Nsighttel Wireless Airadigm
396	USCOC of Central Illinois	Cellco	T-Mobile Iowa Wireless	Wirelessco	BRK Wireless Company Blue Licenses Holding	Iowa Wireless New Cingular Wireless PCS	USCOC of Central Illinois USCOC of Greater Iowa	Blue Licenses Holding Iowa Network Services
412	USCOC of Iowa RSA #1	Cellular 29 Plus	T-Mobile Iowa Wireless Rolling Hills Communication	Wirelessco	Blue Licenses Holding	USCOC of Greater Iowa	New Cingular Wireless PCS	Des Moines MSA General Partnership
413	USCOC of Iowa RSA #1	Iowa RSA No. 2 LP	T-Mobile Iowa Wireless Casey Cable	Wirelessco	Blue Licenses Holding	USCOC of Greater Iowa	New Cingular Wireless PCS	Des Moines MSA General Partnership
414	Farmers Cellular Telephone Company	Midwest Wireless Iowa	T-Mobile Iowa Wireless PST Digital Washington County PCS Consortium	Wirelessco	BRK Wireless Company Blue Licenses Holding	Commnet Illinois	USCOC of Greater Iowa	Nsighttel Wireless

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CMA	CELLULAR A BLOCK	CELLULAR B BLOCK	PCS A	PCS B	PCS C	PCS D	PCS E	PCS F
415	USCOC of Greater Iowa	Iowa RSA NO. 4 L.P.	T-Mobile Iowa Wireless Southeast Wireless Washington County PCS Consortium	Wirelessco	BRK Wireless Company Blue Licenses Holding	Iowa Wireless New Cingular Wireless PCS	USCOC of Greater Iowa	Blue Licenses Holding
416	USCOC of Greater Iowa	Iowa RSA 5 LP	T-Mobile Iowa Wireless Cedar County PCS MAC Wireless Wapsi Wireless LaMotte Telephone Company	Wirelessco	Airadigm Blue Licenses Holding	Blue Licenses Holding Iowa Wireless	Blue Licenses Holding USCOC of Greater Iowa	Iowa Network Services Nsighttel Wireless

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CMA	CELLULAR A BLOCK	CELLULAR B BLOCK	PCS A	PCS B	PCS C	PCS D	PCS E	PCS F
417	USCOC of Greater Iowa	Midwest Wireless Iowa	T-Mobile Iowa Wireless Benton/Linn Wireless PST Digital Brooklyn Mutual Telephone Company Washington County PCS Consortium	Wirelessco	Airadigm Blue Licenses Holding BRK Wireless Company	Blue Licenses Holding USCOC of Greater Iowa Commnet Illinois	Blue Licenses Holding New Cingular Wireless PCS USCOC of Greater Iowa	Iowa Network Services Des Moines MSA General Partnership Nsighttel Wireless
418	USCOC of Iowa RSA #1	RSA 7 LP	T-Mobile Iowa Wireless Rolling Hills Communication Marne & Elk Horn Telephone Company Guthrie Group	Wirelessco	Blue Licenses Holding	USCOC of Greater Iowa	New Cingular Wireless PCS	Des Moines MSA General Partnership
419	WWC License	Iowa 8 - Monona LP	T-Mobile Iowa Wireless Western Iowa Telephone Association	Wirelessco Brookings Municipal Utilities d/b/a Swiftel Communications	CALCO Blue Licenses Holding LL License Holdings	Midwest Wireless Iowa	Verizon Wireless (VAW)	New Cingular Wireless PCS

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CMA	CELLULAR A BLOCK	CELLULAR B BLOCK	PCS A	PCS B	PCS C	PCS D	PCS E	PCS F
420	Iowa RSA No. 9	CommNet Cellular License Holding	T-Mobile Iowa Wireless Carroll County Wireless Schaller Telephone Company	Wirelessco Brookings Municipal Utilities d/b/a Swiftel Communications	Blue Licenses Holding BRK Wireless Company CALCO LL License Holdings	USCOC of Greater Iowa Blue Licenses Holding Midwest Wireless Iowa	New Cingular Wireless PCS Midwest Wireless Iowa Verizon Wireless (VAW)	Des Moines MSA General Partnership Nsighttel Wireless New Cingular Wireless PCS
421	USCOC of Greater Iowa	Iowa RSA No. 10 GP	T-Mobile Iowa Wireless Central Iowa Wireless Cooperative Telephone Exchange	Wirelessco	Blue Licenses Holding BRK Wireless Company LL License Holdings	USCOC of Greater Iowa Blue Licenses Holding	New Cingular Wireless PCS Midwest Wireless Iowa	Des Moines MSA General Partnership Nsighttel Wireless
422	USCOC of Greater Iowa	Midwest Wireless Iowa	T-Mobile Iowa Wireless Benton/Linn Wireless Hardin County Wireless	Wirelessco New Cingular Wireless PCS	Airadigm Blue Licenses Holding BRK Wireless Company	Blue Licenses Holding USCOC of Greater Iowa Iowa Wireless Midwest Wireless Iowa	Blue Licenses Holding New Cingular Wireless PCS Midwest Wireless Iowa	Iowa Network Services Des Moines MSA General Partnership Nsighttel Wireless
423	Iowa RSA No. 12	Midwest Wireless Iowa	T-Mobile Iowa Wireless Community Digital Wireless	Wirelessco New Cingular Wireless PCS	Airadigm Blue Licenses Holding	Blue Licenses Holding Midwest Wireless Iowa	Blue Licenses Holding MVI Corp. d/b/a ALLTEL	Iowa Network Services Airadigm Nsighttel Wireless

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CMA	CELLULAR A BLOCK	CELLULAR B BLOCK	PCS A	PCS B	PCS C	PCS D	PCS E	PCS F
424	Iowa 13	Midwest Wireless Iowa	T-Mobile Iowa Wireless FMTC Wireless	Wirelessco New Cingular Wireless PCS NEIT Wireless	Airadigm BRK Wireless Company Blue Licenses Holding	Iowa Wireless Midwest Wireless Iowa	Blue Licenses Holding Midwest Wireless Iowa	Nsighttel Wireless
425	Iowa 13	Midwest Wireless Iowa	T-Mobile Iowa Wireless Communications 1 Network FWC Communications Winnebago Cooperative Telephone Association	Wirelessco	BRK Wireless Company Blue Licenses Holding LL License Holdings	Blue Licenses Holding Iowa Wireless	Midwest Wireless Iowa	Nsighttel Wireless
426	LL License Holdings	Midwest Wireless Iowa	T-Mobile Iowa Wireless Evertex Schaller Telephone Company	Wirelessco Brookings Municipal Utilities d/b/a Swiftel Communications	CALCO BRK Wireless Company Blue Licenses Holding LL License Holdings	Blue Licenses Holding Midwest Wireless Iowa	Midwest Wireless Iowa Verizon Wireless (VAW)	Nsighttel Wireless New Cingular Wireless PCS

CMA	CELLULAR A BLOCK	CELLULAR B BLOCK	PCS A	PCS B	PCS C	PCS D	PCS E	PCS F
427	USCOC of Iowa RSA #16	Midwest Wireless Iowa Cellular Inc. Network Corp.	T-Mobile Iowa Wireless CML Telephone Cooperative, Association of Meriden, Iowa Mutual Telephone Company	Wirelessco Brookings Municipal Utilities d/b/a Swiftel Communications	CALCO Blue Licenses Holding LL License Holdings	Midwest Wireless Iowa	Verizon Wireless (VAW)	New Cingular Wireless PCS
506	USCOC of Greater Missouri	ALLTEL	T-Mobile Iowa Wireless	Wirelessco	BRK Wireless Company Blue Licenses Holding	Iowa Wireless	USCOC of Greater Missouri	Commnet Illinois
535	USCOC Nebraska/Kansas	ALLTEL Communications of Nebraska	T-Mobile Iowa Wireless	Wirelessco Brookings Municipal Utilities d/b/a Swiftel Communications	CALCO Blue Licenses Holding LL License Holdings	Midwest Wireless Iowa	Verizon Wireless (VAW)	New Cingular Wireless PCS
642	WWC License	Eastern South Dakota Cellular (Verizon)	T-Mobile Iowa Wireless	Wirelessco Brookings Municipal Utilities d/b/a Swiftel Communications	CALCO Blue Licenses Holding LL License Holdings	Midwest Wireless Iowa	Verizon Wireless (VAW)	New Cingular Wireless PCS
715	USCOC	Wisconsin RSA No. 8 Limited Partnership d/b/a ALLTEL	T-Mobile Iowa Wireless	Wirelessco	Blue Licenses Holding NEIT Wireless	Midwest Wireless Iowa	MVI Corp. d/b/a ALLTEL	Airadigm

CONCLUSION

For the foregoing reasons, a grant of the instant application for consent to transfer of control of Iowa Wireless will serve the public interest, convenience, and necessity.